

# LIONBRIDGE

LIONBRIDGE TECHNOLOGIES, LLC AND ITS SUBSIDIARIES

## SUPPLIER CODE OF BUSINESS CONDUCT

**PURPOSE:** To set forth and establish compliance with guidelines for ethical business conduct, including

- conducting business honestly, ethically and with integrity
- complying with all governmental laws, rules and regulations that apply to our business
- dealing fairly with our customers, Suppliers, competitors and employees

**APPLIES TO:** All Lionbridge suppliers of products and services (“Suppliers”)

**POLICY:** It is an important objective of Lionbridge that its Suppliers, and each of their employees, agents and subcontractors (Suppliers’ employees, agents and subcontractors shall hereinafter be referred to collectively as “Representatives”) conduct their activities in accordance with all applicable laws, rules and regulations and the highest standards of ethical conduct. Our Suppliers and their Representatives are expected to demonstrate their commitment to this objective by reading the guidelines set forth below and complying with them.

This Supplier Code of Business Conduct (the “Code”) is designed to provide our partners with general guidance regarding situations that they may encounter as a Supplier of products and/or services to Lionbridge. If a Supplier or its Representatives should confront specific issues or questions regarding the interpretation or application of this Code, it should consult its business partner at Lionbridge.

## Introduction

As a Supplier of goods or services to Lionbridge and its customers, we remind you that you are a representative of Lionbridge, and expected to conduct business with the highest standards of ethics and integrity.

In furtherance of the continued commitment of Lionbridge to these objectives, we ask that you read this Code carefully. This Code features five principles of conduct:

- Maintaining Information Security
- Protection of Lionbridge Assets and Reputation
- Relationships with Other Parties
- Obligations of Compliance
- Reporting Violations

**It is your responsibility as a supplier of Lionbridge to arrive at a clear understanding of this Code and to comply with its provisions. Compliance to this Code may be subject to periodic review by Lionbridge. Any failure by Supplier to comply with this Code may impact Supplier's standing with Lionbridge and may lead to disqualification from future opportunities.**

Your commitment to the principles embodied in this Code is important to Lionbridge and the future success of your relationship with Lionbridge. In the event that you have questions concerning the implementation of any aspect of this Code, please consult your business partner at Lionbridge.

**John Fennelly**  
**CEO**

# Maintaining Information Security

## Confidential Information Generally

All Suppliers and their Representatives are expected to maintain the confidentiality of information entrusted to them by Lionbridge or its customers. Confidential information includes all non-public information that, if disclosed improperly, might be of use to Lionbridge's competitors, or harmful to Lionbridge or its customers. Confidential information should only be collected if truly necessary to accomplish Lionbridge's business purposes. Confidential information should never be used for personal advantage. A Supplier and/or its Representatives may be held personally liable for a breach of any confidentiality obligation.

**The confidentiality obligations of all Suppliers and their Representatives exist both during and after the term of any contractual relationship with Lionbridge.**

Examples of confidential information include: financial or operating information, personnel information, pricing, customer lists and related information, trade secrets, information about works of authorship, projects, plans and proposals, and information of third parties that Lionbridge is required to maintain as confidential. Personal information (for example, an individual's first name and last name in combination with a financial account number) is a type of confidential information.

Any questions regarding a Supplier's or its Representatives' obligations of confidentiality should be directed to your business partner at Lionbridge.

## Personal Information

Supplier and its Representatives must respect the personal privacy of Lionbridge personnel, customers, Suppliers and other business partners and safeguard the confidentiality and security of Lionbridge records that contain personal information in accordance with applicable laws. Lionbridge will only collect personal information that is needed for legitimate business purposes and for complying with legal requirements. Access to personal information is available only to those who have a legitimate business need for it when permitted by law. **If Supplier and/or its Representatives are entrusted with access to personal information, Supplier and/or its Representatives are obligated to safeguard its confidentiality and comply with applicable laws.**

## Inside Information

Material Inside Information is information pertaining to a publicly traded company that is not known to the public and which a reasonable person would consider significant in determining whether to buy, sell or hold the stock of that entity. While Lionbridge is not a publicly traded company, it is possible that Supplier and/or its Representatives may have access to the Material Inside Information of a customer in connection with the delivery of services. While all customer information should be treated as confidential information, if that customer confidential information is also Material Inside Information, special obligations apply. Supplier and its Representatives

may not buy or sell the stock of that customer while in the possession of Material Inside Information, nor may Supplier's or its Representatives' spouse, children, or other persons living in Supplier's or its Representatives' house. All Suppliers and their Representatives must also refrain from revealing the Material Inside Information to such persons and other third parties, including their spouse, children, other relatives and friends.

## Protection of Lionbridge Assets and Reputation

### Protection and Proper Use of Company Assets

All Suppliers and their Representatives are obligated to protect and safeguard Lionbridge property and the property of Lionbridge's customers. This applies to property and assets of all kinds, including equipment and supplies, as well as confidential information, including but not limited to proprietary business information.

Protection of confidential information is especially important. Unauthorized use or release of information regarding plans, strategies, costs or prices or financial performance could jeopardize Lionbridge's competitive position.

All Suppliers and their Representatives have the following responsibilities:

- Only pre-approved encrypted removable devices may be used, if necessary, with a justifiable legitimate business reason.
- Any pre-approved encrypted removable device containing data from Lionbridge should be stored in a locked cabinet when not in use.
- If a Supplier and/or its Representatives have data from Lionbridge in a laptop, portable memory stick or hard drive, the device must be encrypted.
- Portable devices (such as mobile phones, smart phones and music devices) may be used to view confidential information, but may not be used to store confidential information.
- If a Supplier and/or its Representatives have data from Lionbridge in human readable form (paper, film, etc.), the Supplier and/or its Representatives must store this information in a locked cabinet when not in use.
- All information in human readable form must be destroyed when no longer needed, either with a cross cutting paper shredder, by burning the material or other appropriate method. All Suppliers and their Representatives must NEVER dispose of this material in a way that leaves the material in readable form.
- All electronic Lionbridge data, including copies, must be deleted after the work or service has been completed.

## Maintaining Information Security

Proprietary information is a valuable Lionbridge asset and includes internal and external communication; digital information stored on laptops, handhelds, desktops, servers, backups, and portable storage devices; and hard copy documents and verbal discussions.

All Suppliers and their Representatives must comply with all Lionbridge security policies and procedures for handling information assets and systems to ensure that Lionbridge meets its legal obligations, protect Lionbridge's reputation, and protect Lionbridge's investment in proprietary information. The confidentiality and integrity of data stored on all Suppliers' and their Representatives' computer systems must be protected by access controls to ensure that only authorized persons have access.

In addition, all Suppliers and their Representatives must maintain appropriate security measures to protect personal information and confidential information consistent with all applicable local, state and federal laws and regulations.

All documents and records which contain confidential information, whether in electronic or paper format, should be marked as "confidential". All confidential information in electronic format must be encrypted before it is transmitted or transported electronically or physically. Files containing personal information should be secured in a locked office, desk or cabinet when not in use.

## General Data Security

When handling Lionbridge or customer data, all Suppliers and their Representatives shall take the following steps:

- Protect all computers with a firewall.
- Have up-to-date antivirus software installed on all computers.
- Run a virus scan on all files sent to Lionbridge. If a Supplier and/or its Representatives suspect that a virus has infected files on a computer, the computer must be cleaned of all viruses before transmitting any files to Lionbridge.
- Avoid transmission of nonpublic Lionbridge or customer information. If it is necessary to transmit nonpublic information, all Suppliers and their Representatives are required to take steps reasonably intended to ensure that information is delivered to the proper person, who is authorized to receive such information for a legitimate use. All personal or confidential information in electronic format must be encrypted before it is transmitted or transported electronically or physically.
- Purchase and use encryption software at all times when requested by Lionbridge to encrypt emails and files.
- Ensure that project work is not done in unprotected environments such as internet cafes, and in other places where computer terminals and files could be publicly shared.

## Copyrights and License Agreements

It is Lionbridge's policy to comply with all laws regarding intellectual property. All Suppliers and/or their Representatives shall not install or use unlicensed software in projects related to Lionbridge. All Suppliers and their Representatives are prohibited from making or using copies of non-licensed copyrighted material, including but not limited to software, documentation, graphics, photographs, clip art, animation, movie/video clips, sound, and music.

## Customer Codes of Conduct

Suppliers and their Representatives shall comply with the codes of conduct and policies of Lionbridge's customers.

## Relationships with Other Parties

### Equal-Opportunity Workplace

Lionbridge is committed to a policy of equal opportunity employment in the countries in which it conducts business and expects its Suppliers and their Representatives also to comply with this commitment, even where such commitment seems inconsistent with local practice.

Lionbridge's commitment to a policy of equal opportunity employment means that Lionbridge will not tolerate discrimination or harassment by Suppliers or their Representatives of any employee of Supplier or Lionbridge based on race, color, religion, sex, sexual orientation, gender identity and gender expression, pregnancy (including childbirth, lactation or related medical conditions), marital status, age, national origin or ancestry, physical or mental disability, genetic information (including testing and characteristics), military or veteran status, status as a victim of domestic violence, assault, or stalking, or any other status protected by applicable law. Furthermore, Suppliers and their Representatives shall not engage in or tolerate sexual advances, racial or religious slurs, actions, comments or any other conduct in the workplace that creates an intimidating or otherwise offensive or hostile environment.

### Child Labor

It is a Lionbridge policy that child labor not be used for the performance of any services. This means that Lionbridge will not engage any Supplier that uses child labor or directly engages children to perform services and all Suppliers must agree that they will not use any child labor or directly engage children to perform services. "Child" refers to any person under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 shall not perform work that is likely to jeopardize the health or safety of young workers.

## Human Rights

Lionbridge recognizes and is committed to the obligation to promote universal respect for human rights and fundamental freedoms for all, without distinction to sex, age, race, religion, sexual preference or any other characteristic protected by law.

Suppliers and their Representatives shall commit to respect human rights, to provide safe, healthy, and favorable working conditions that are free from unnecessary risk and to maintain fair and competitive terms and conditions of service. Suppliers and their Representatives must seek to comply fully with all relevant laws, rules and regulations governing labor, health and safety, employment and the employment relationship in all of the countries where they do business.

Lionbridge recognizes its responsibility to identify, mitigate, and address potential and actual human rights impacts that are directly linked to its business activities around the world. While the risk of modern slavery and human trafficking is relatively low in Lionbridge's operations, Lionbridge recognizes that this responsibility also extends to its business relationships with its Suppliers. Suppliers and their Representatives must agree to commit to human rights principles, including elimination of all forms of forced or compulsory labor, abolition of child labor and elimination of employment discrimination. In recognition that modern slavery encompasses slavery, servitude, human trafficking and forced labor, Lionbridge has a zero-tolerance approach to any form of modern slavery.

## Environmental Protection

As part of our commitment to protecting the environment, Lionbridge believes that Suppliers and their Representatives should act to manage any negative impacts on the environment that may result from their day-to-day operations. Suppliers and their Representatives must agree to take steps to minimize their environmental impacts and ensure compliance with applicable laws and regulations in the countries in which they operate. Suppliers and their Representatives should strive to manage the environmental impacts that are relevant to their operations, including but not limited to: Greenhouse Gas (GHG) Emission and Energy Consumption, Waste Reduction and Recycling, and Natural Resource usage.

## Entertainment

It is permissible from time to time for an employee of Lionbridge to accept entertainment from Suppliers or their Representatives provided that such entertainment is reasonable and is not for the purpose of improperly influencing business decisions. Suppliers and their Representatives should, however, refrain from giving or offering to employees of Lionbridge in purchasing capacities, or who are responsible for the engagement of Suppliers on behalf of Lionbridge, entertainment except for the infrequent and modest business lunch. What constitutes reasonable entertainment depends on the situation, but as a rule of thumb, the entertainment should not be of a nature that might be considered lavish or excessive, and its value should not exceed \$100.00.

## Gifts and Other Payments

Employees of Lionbridge may neither give nor accept any gift or payment for the purpose of unlawfully or improperly influencing business decisions. Accordingly, Suppliers and their Representatives may not give gifts of more than \$100.00 in connection with the business of Lionbridge, since such gifts can affect or might appear intended to affect the judgment of the person receiving the gift.

## Improper Payments

Under no circumstances shall a Supplier or its Representatives give or offer to an employee of Lionbridge bribes, kickbacks or other improper payments of any kind, or gifts of money. This prohibition applies to dealings with current or potential customers, Suppliers, Representatives, consultants or any other party seeking to establish a business relationship with Lionbridge.

## Anti-Money Laundering

No Supplier or its Representatives may participate in money laundering, which is the process of concealing funds that have been illegally obtained. No Supplier or its Representatives may use its relationship with Lionbridge to disguise or attempt to disguise the sources of illegally obtained funds.

## Transactions with Governments

In doing business with governments and officials in any country, Lionbridge is committed to acting with honesty and integrity and will comply with all applicable laws and regulations and expects its Suppliers and their Representatives also to comply with all such applicable laws and regulations.

No Supplier or its Representatives may use any funds or other assets of Lionbridge or on behalf of Lionbridge for contributions or payments to political parties, whether foreign or domestic, political funds or organizations, candidates for public office, or government officials or employees. A Supplier and/or its Representatives should consult its business partner at Lionbridge whenever it is considering anything that might constitute a political contribution from funds or other assets of Lionbridge or on behalf of Lionbridge. A Supplier and its Representatives may, of course, use their personal funds for political contributions as they desire, in compliance with applicable laws.

## Anti-Trust and Unfair Competition

Lionbridge will comply with the antitrust and unfair competition laws in all countries where it does business and expects its Suppliers and their Representatives also to comply with such laws.



## UK Bribery Act

The UK has a statute similar to the Foreign Corrupt Practices Act (FCPA), known as the UK Bribery Act. Under the provisions of the Act, a Supplier or its Representatives may not directly or indirectly offer or promise any financial or other advantage to a UK or non-UK official or a private person for the purpose of influencing such official or private person in order to obtain or retain business, or an advantage in the conduct of business. This applies to acts or omissions that occur within the United Kingdom or elsewhere. A Supplier and/or its Representatives should consult its business partner at Lionbridge if questions arise regarding the application of these laws.

## Obligations of Compliance

Lionbridge is committed to complying with the laws and regulations of the countries in which it conducts business and expects its Suppliers and their Representatives also to comply, including with U.S. laws that apply internationally, as well as this Code, even where they seem inconsistent with local practice.

Many U.S. laws apply to Lionbridge's operations throughout the world, including:

**Foreign Corrupt Practices Act:** The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits bribery of foreign government and political parties.

No Supplier or its Representatives shall, directly or indirectly, offer or pay anything of value (including but not limited to gifts, travel, entertainment expenses, and charitable donations) to any official or employee of any government, government agency, political party, or public international organization, or any candidate for political office, to (i) improperly influence any act or decision of such official, employee, or candidate for the purpose of promoting the business interests of Lionbridge in any respect, or (ii) otherwise improperly promote the business interests of Lionbridge in any respect. **Note that Lionbridge policy specifically prohibits facilitating payments, also known as "grease" or "speed" payments, which are small payments to secure or expedite a routine government action by a government official.**

The FCPA also requires proper record keeping and internal accounting controls in Lionbridge's U.S. and international sites. More specifically, the FCPA requires that the books, records and accounts of Lionbridge are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets. Lionbridge is responsible for ensuring that our books and records are full, fair, accurate, timely, and understandable reflections of Lionbridge's operations and business activities, and accurately reflect the transactions of Lionbridge in accordance with all applicable requirements. Under no circumstances should any false or misleading entries be made in Lionbridge's records.

**Export Controls:** The U.S. has controls which restrict the export of certain products, services, technical data and software to other countries, as well as the re-export of those items from one non-U.S. destination to another.

**Antitrust:** U.S. antitrust laws may apply to transactions by non-U.S. operations if U.S. trade is affected.

**Boycotts:** U.S. law prohibits U.S. companies from participating in or cooperating with restrictive trade practices or economic boycotts imposed by other nations.

**The Office of Foreign Assets Control of the U.S. Department of the Treasury (“OFAC”):** Lionbridge may not directly or indirectly (through an agency, contractor or non-U.S. subsidiary) engage with any prohibited parties to provide services to Lionbridge or a Lionbridge customer, pay a prohibited party for providing services, or solicit business from such prohibited parties.

Prohibited parties include “Sanctioned Countries” (countries against which the U.S. has imposed economic sanctions), and “Specially Designated Nationals” (individuals or entities who have been designated by the U.S. Treasury Department as individuals or entities which U.S. based companies may not do business with, who are often individuals who have been engaged in illegal activities, such as drug trafficking, or individuals who act as “fronts” for Sanctioned Countries).

OFAC compliance applies to all Lionbridge employees and Suppliers and their Representatives; any Service Line and Function, irrespective of location (country) of site, and to all business transactions conducted by Lionbridge or any of its subsidiaries.

There is no “dollar limit” (minimum or maximum) on transactions for OFAC to apply. OFAC applies to all potential transactions with Specially Designated Nationals or Sanctioned Countries.

## Reporting Violations

The compliance by our Suppliers and their Representatives with this Code is of critical importance to Lionbridge. Each Supplier and each of their Representatives has a responsibility to report promptly any suspected or known violations of this Code, including any violation of law. Lionbridge will treat the reported information confidentially, and will not tolerate any acts of retribution or retaliation against Supplier or its Representatives because it made a good faith report of alleged violations.

Each Supplier and each of their Representatives should raise any concerns regarding potential unethical business behavior with your business partner at Lionbridge or with the General Counsel of Lionbridge, at 890 Winter Street, Suite 225, Waltham, MA 02451, USA. Alternatively, each Supplier and each of their Representatives may contact the **Convercent Anonymous Hotline** (see contact information below), an independent company Lionbridge has contracted with to allow the reporting of questionable business practices on an ***anonymous and confidential*** basis.

The disclosure of a trade secret that is made in confidence to a Federal, State, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law shall not be a violation of this Code. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

## Hotline Contact Information

You may contact the Convercent Anonymous Hotline by either via the internet or by telephone as follows:

**Internet:** To access the confidential web page to report a complaint, you can access the web page at:

<https://app.convercent.com/en-us/Anonymous/IssueIntake/LandingPage/c895b490-b1f0-e311-8ce6-441ea1084c22>

**Telephone:** The Convercent Anonymous Hotline provides country specific international toll-free telephone numbers which are available on the web page at:

<https://app.convercent.com/en-us/Anonymous/IssueIntake/LandingPage/c895b490-b1f0-e311-8ce6-441ea1084c22>